

C. Others (e.g. Cash -- fill-up columns a & f; Receivables -- fill-up columns a, b, c, d, f & h; Unremitted Branch Profit -- fill-up columns a, d & e; Others -- fill-up columns a, d, f, g, & h)

| Transferor/Registered Owner | Nature [a] | Debtor/Borrower/ Date of Loan & Security Agreement (b) | Amount of Receivables at Time of Transfer (c) | Original/ Adjusted Basis [d] | Amount of Unremitted Branch Profits Transferred (e) | Transfer Value (Value of Transferee shares received in the exchange) (f) | Amount of Liabilities to Which Property is Subject (e.g. Mortgage) (g) | Documentary Stamp Tax Due/Paid On This Transfer (h) |
|-----------------------------|---------------|---|---|------------------------------------|--|--|--|---|
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| Sub-Total | | | | | | | | |

| Total (Add from A to C of Part III) | Original/Adjusted Basis (Do not include value of cash transferred) | Transfer Value (Value of Transferee shares received in the exchange) | Amount of Liabilities to Which Property is Subject (X) | Documentary Stamp Tax Due/Paid On This Transfer |
|--|--|---|---|--|
| | | | | |

2. That the Transferee has assumed/ will assume the following liabilities, in addition to the liabilities to which the properties are subject under Part III " Amount of Liabilities to Which Property is Subject (X)" column;

Schedule of Liabilities

[Note: If no liabilities are transferred, state "None" in "Particulars of Liability Transferred" column]

| Transferor | Particulars of Liability Transferred | Amount (Y) |
|--------------|--------------------------------------|---------------|
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| | | |
| | | |
| TOTAL | | |

Total Amount of Liabilities Transferred [Add X and Y] [_____] P _____

(Amount in Words)

Summary of Capital Structure After the Exchange

| Shareholder | Number of Voting Shares | | | Number of Non-Voting Shares | | | Percentage of Voting Shares to Total Outstanding Capital Stock entitled to vote | Percentage of Voting Shares to Total Shares [Voting and Non-Voting] |
|--------------|----------------------------|------------------------|-------|-----------------------------|------------------------|-------|---|--|
| | Issued before the exchange | Issued in the exchange | Total | Issued before the exchange | Issued in the exchange | Total | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| TOTAL | | | | | | | | |

5. That as a result of the exchange, the Transferor/s will gain/ gained control of the Transferee, by owning in the aggregate _____ percentage of voting stocks/ units of participation;

6. That no shares will be issued in payment for services rendered by the Transferor/ s to the Transferee;

7. That in accordance with pertinent provisions of the Tax Code of 1997, where applicable, the Transferor/ s and/ or Transferee have paid have not paid the corresponding documentary stamp tax on the above-described transaction;

8. That in support of this Application and Joint Certification, either original or certified true copies of the documents indicated hereinbelow are enclosed and made integral parts hereof:

PART V DOCUMENTARY REQUIREMENTS

[Note: No certification/ ruling will be issued unless all the documents enumerated hereunder are submitted.]

| Document | Date of Execution [indicate if executed or proposed] | Date Submitted |
|--|---|----------------|
| a. Deed of Transfer/Assignment/Exchange (Original) | | |
| b. Articles of Incorporation/ Partnership of Transferee (Original or Certified True Copy) | | |
| c. Amended Articles of Incorporation of Transferee and Supporting Papers (e.g., Application for Increase of Authorized Capital Stock, Treasurer's Affidavit, if applicable.(Original or Certified True Copy) | | |
| d. Transfer Certificate of Title/ Condominium Certificate of Title (Certified True Copy) | | |
| e. Tax Declaration (Certified True Copy) | | |
| f. Certification of Zonal Value (Certified True Copy) | | |
| g. Certificate of Shares of Stock Transferred to Transferee. (Certified True Copy) | | |
| h. Latest Audited Financial Statements of Transferor/s and Transferee. | | |
| i. BIR Form No. 2000 <small>[DST on transfer of real property-Sec. 196 Tax Code]</small> <small>[DST on transfer of share of stock-Sec. 176 Tax Code]</small> <small>[DST on issuance of shares of Transferee - Sec. 175 Tax Code]</small> | | |
| j. Special Power of Attorney executed by a Transferor and/or Transferee, if the application is being submitted by a taxpayer's authorized representative, rather than by the taxpayer himself. The execution of this Application and Joint Certification, however, | | |

9. That neither the Transferor/s nor the Transferee has filed any application or request for ruling involving the transaction described above, or, if such application has been filed, that the same has not been denied;
- 10 That we are executing this Application and Joint Certification in accordance with the provisions of Revenue Regulations No.18-2001 dated November 13, 2001, Revenue Memorandum Order No. ____ dated _____ and Section 40(C) (2) and (6) (c) of the Tax Code of 1997;
- 11 That we undertake to attach a copy of this Application and Joint Certification, as well as the Certification issued by the Bureau of Internal Revenue, to our respective final income tax returns commencing from the year in which the transaction described herein was finally executed until the year of final disposition of the properties involved.
- 12 That the subject and the issue presented in this application is not identical to any issue that is contained in a prior return, or being considered or examined by the BIR with respect to the parties hereto involved in any pending administrative appeal or court litigation involving any of the parties hereto, nor to any issue being addressed by any authority or government agency.
- 13 That the property/ies transferred by each Transferor-Corporation constitutes less than 80% of the Transferor's assets, including cash.
- 14 That we agree that the certification/ ruling issued confirming the tax-deferred exchange shall not be valid unless we submit to the Law Division within ninety (90) days from the date of receipt of the certification-ruling or by any of the parties to this exchange transaction, a certified true copy of each of the Transfer Certificates of Title/ Condominium Certificates of Title/ Certificates of Stock containing the annotation of substituted basis by the Register of Deeds or Corporate Secretary, and that violation of this undertaking will be subject to revocation of the certification-ruling and the appropriate penalties imposed under Sections 269 and 275 of the Tax Code of 1997.
- 15 That we agree to service of notice for violation of our obligations under No.14 hereof through the following e-mail address: _____ . For this purpose, it shall be sufficient to establish our receipt of notice if any of the following conditions arises: (a) that a return receipt notice to BIR is received after the e-mail message is sent, or (b) if within five (5) days from notice of delivery by BIR, we do not receive any written response from you, whether by e-mail message or otherwise. If there is no e-mail address, service of notice shall be made through registered mail, and the provisions of the Rules of Court shall apply as regards receipt of notice.
- 16 Perjury Declaration - Under penalties of perjury, we declare that we have examined this request, including the accompanying documents, and to the best of our personal knowledge, belief, and information, the facts presented in support of the requested certification hereby are true, correct and complete.

IN WITNESS WHEREOF, we have hereunto set our hand this _____ day of _____, _____.

| Name | TIN | Signature |
|---------------------------|-------|-----------|
| Transferor/s / Transferee | | |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

[Note: 1. Corporate/ Partnership Transferor/s and Transferee must be represented by an officer with a position of not less than a Chief Financial Officer or his equivalent.]

REPUBLIC OF THE PHILIPPINES)
 _____) S.S

SUBSCRIBED AND SWORN to before me this _____ day of _____, _____, this Application and Joint Certification, consisting of _____ pages, affiants exhibiting to me their Community Tax Certificates, as follows:

| Name | Community Tax Cert. No. | Date & Place of Issuance |
|---------------|-------------------------|--------------------------|
| Transferor /s | | |
| Transferee | | |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Doc. No.
 Page No.
 Book No.
 Series of 200__

 Notary Public